

VICOR CORP
Form 4
June 19, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ANDERSON SAMUEL J

(Last) (First) (Middle)
25 FRONTAGE RD.
(Street)
ANDOVER, MA 01810
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VICOR CORP [VICR]

3. Date of Earliest Transaction
(Month/Day/Year)
06/17/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | | | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------------------|----------|------------|---|-----------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V (A) (D) | | | | |
| Non Qualified Stock Option | \$ 11.7 | 06/17/2013 | D | 4,274 | <u>(3)</u> | 06/24/2013 | Common Stock | 4,274 |
| Non Qualified Stock Option | \$ 15.64 | 06/17/2013 | D | 3,197 | <u>(4)</u> | 06/23/2014 | Common Stock | 3,197 |
| Non Qualified Stock Option | \$ 6.08 | 06/17/2013 | D | 8,224 | <u>(5)</u> | 06/21/2015 | Common Stock | 8,224 |
| Non Qualified Stock Option | \$ 6.29 | 06/17/2013 | A | 4,274 | <u>(2)</u> | 06/17/2023 | Common Stock | 4,274 |
| Non Qualified Stock Option | \$ 6.29 | 06/17/2013 | A | 3,197 | <u>(2)</u> | 06/17/2023 | Common Stock | 3,197 |
| Non Qualified Stock Option | \$ 6.29 | 06/17/2013 | A | 8,224 | <u>(2)</u> | 06/17/2023 | Common Stock | 8,224 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ANDERSON SAMUEL J 25 FRONTAGE RD. ANDOVER, MA 01810 | | X | | |

Signatures

/s/ Kemble D. Morrison Attorney in Fact for Samuel J. Anderson

06/19/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) On 6/17/2013, the issuer canceled, pursuant to the issuer's option exchange offer, options granted to the reporting person. In exchange the reporting person received replacement options, having an exercise price of \$6.29.
- (2) The replacement options vest over a five year period in equal installments.
- (3) Granted 6/24/2010 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest over a two year period.
- (4) Granted 6/23/2011 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest over a two year period.
- (5) Granted 6/21/2012 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest over a two year period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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